

**HELM**  
**FINANCIAL CORPORATION**

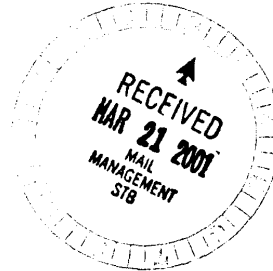
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

March 17, 2001

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001



RECORDATION NO. **21827-B** FILED

MAR 30 '01 11:54 AM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Amendment to Full Maintenance Lease Agreement which is intended to evidence **Amendment No. 3** dated as of July 13, 2000 to the Full Maintenance Lease Agreement dated as of April 9, 1998 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Chesapeake Specialty Products  
5055 North Point Boulevard  
Baltimore, MD 21219

**A short summary of the document to appear in the index follows:**

Memorandum of Amendment to Full Maintenance Lease Agreement dated July 13, 2000, evidencing **Amendment No. 3** to the Full Maintenance Lease Agreement dated April 9, 1998 between Helm Financial Corporation as Lessor and Chesapeake Specialty Products, Inc. as Lessee, covering ten (10) railcars with following marks and numbers: **HLMX 191468, 827808, 827809; HPJX 23003, 23005; HCSX 4588, 4589, 4591, 4592 and 4593.**

Please file this memorandum as a secondary document to Recordation No. **21827** filed on December 3, 1998 at 12:29 p.m., and return one (1) stamped original to my attention. A check covering the twenty-seven dollar (\$27.00) filing fee is enclosed.

Yours truly,

*Alison Drain*

Alison Drain  
Document Administrator

/ad  
Enclosures (2)

RECORDATION NO. 21827-B FILED

MAR 30 '01 11:54 AM

MEMORANDUM OF AMENDMENT  
TO FULL MAINTENANCE LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDMENT TO FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") dated as of July 13, 2000 is intended to evidence Amendment No. 3 dated as of July 13, 2000 to the Full Maintenance Lease Agreement dated as of April 9, 1998 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor") and CHESAPEAKE SPECIALTY PRODUCTS, INC., a Maryland corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Lease was filed under Recordation No. 21827 on December 3, 1998. Lessor has the right to lease the railcars, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

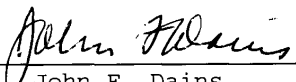
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

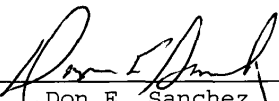
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

CHESAPEAKE SPECIALTY PRODUCTS, INC.

By:   
Name: John F. Dains  
Title: President

By:   
Name: Don E. Sanchez  
Title: President

By

SCHEDULE A

To the Memorandum of Amendment to Lease Dated July 13, 2000

Equipment Description:

Open top hopper railcars.

Terminated Unit Numbers: HLMX 191468, 827808, 827809; HPJX 23003 and 23005

Replacement Unit Numbers: HCSX 4588, 4589, 4591, 4592 and 4593

24

STATE OF CALIFORNIA )

) S.S.

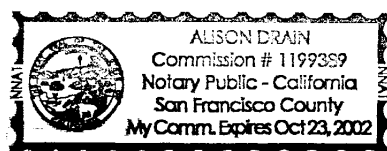
COUNTY OF SAN FRANCISCO )

On February 5<sup>th</sup>, 2001, before me, Alison Drain, personally appeared John F. Dains, President of **HELM FINANCIAL CORPORATION**,

☒ personally known to me -OR-

\_\_\_ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF MARYLAND )

) S.S.

COUNTY OF BALTIMORE )

On January 30, 2001, before me, Jennifer Germuth, Notary personally appeared Don E. Sanchez, President, of **CHESAPEAKE SPECIALTY PRODUCTS, INC.**,

☒ personally known to me -OR-

\_\_\_ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Jennifer M. Germuth  
SIGNATURE OF THE NOTARY

my commission expires June 1, 2001.

[Notarial Seal]